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IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

U.S. BANK NATIONAL ASSOCIATION, *solely in its  
capacity as Trustee,*

Interpleader Plaintiff,

v.

TRIAXX PRIME CDO 2006-1, LTD., TRIAXX  
ASSET MANAGEMENT LLC (f/k/a ICP ASSET  
MANAGEMENT LLC), SOUTH TRYON, LLC,  
GOLDMAN, SACHS & CO., BLACKROCK  
FINANCIAL MANAGEMENT, INC.,  
GOLDENTREE ASSET MANAGEMENT LP.,

Interpleader Defendants.

Case No. 15-10172 (WHP)

**NOTICE OF SUBSTITUTION OF COUNSEL AND [PROPOSED] ORDER**

PLEASE TAKE NOTICE that the undersigned hereby consent to the substitution of  
Schindler Cohen & Hochman LLP as attorneys for Interpleader Defendant BlackRock Financial  
Management, Inc., in the above-captioned action, in place and instead of Warner Partners, P.C.

WARNER PARTNERS, P.C.  
950 Third Avenue, 32nd Floor  
New York, New York 10022  
Tel: (212) 593-8000  
Fax: (212) 593-9058  
(*Withdrawing Attorneys for  
Interpleader Defendant BlackRock  
Financial Management, Inc.*)

By: 


Kenneth E. Warner

SCHINDLER COHEN & HOCHMAN LLP  
100 Wall Street, 15th Floor  
New York, New York 10005  
Tel: (212) 277-6300  
Fax: (212) 277-6333  
(*Superseding Attorneys for  
Interpleader Defendant BlackRock  
Management, Inc.*)

By: 

Lisa C. Cohen  
Karen M. Steel

SO ORDERED:

  
WILLIAM H. PAULEY III  
U.S.D.J.

1/29/16

INTERPLEADER DEFENDANT BLACKROCK FINANCIAL MANAGEMENT, INC.:

By: Stephen Ahrens (ms)  
Stephen Ahrens  
Director, Legal and Compliance  
BlackRock Financial Management, Inc.

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FINANCIAL MANAGEMENT, INC.,  
GOLDENTREE ASSET MANAGEMENT LP.,

Interpleader Defendants.

Case No. 15-10172 (WHP)

**DECLARATION OF KENNETH E. WARNER**

Pursuant to 28 U.S.C. § 1746, Kenneth E. Warner declares as follows:

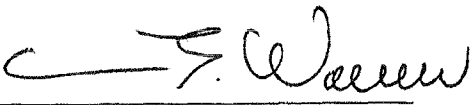
1. I am a partner at Warner Partners, P.C. and am admitted to practice before this Court. I submit this declaration pursuant to Local Civil Rule 1.4. of the Local Rules for the United States District Court for the Southern District of New York in support of the withdrawal of Warner Partners, P.C as attorneys for Interpleader Defendant BlackRock Financial Management, Inc. ("BlackRock") in the above-captioned action.
2. Warner Partners, P.C. is withdrawing as BlackRock's counsel because BlackRock has informed me that it wishes to be represented by Schindler Cohen & Hochman LLP in this action, and has requested that Warner Partners, P.C. withdraw to allow Schindler Cohen & Hochman LLP to be substituted as its attorneys.
3. This substitution of counsel is entirely amicable and not the result of any disagreement between me or my firm and BlackRock. Instead, the decision to substitute counsel

was made on the basis that it would be more efficient for BlackRock and Interpleader Defendant Goldman, Sachs & Co. -- both of whom have similar interests in the above-captioned action -- to be jointly represented by a single law firm.

4. The posture of the case is as follows: Interpleader Plaintiff U.S. Bank National Association filed the Interpleader Complaint in this action on December 31, 2015. I filed a notice of appearance for BlackRock on January 7, 2015. BlackRock has not yet filed an answer to the Interpleader Complaint, but plans to do so later today pursuant to the Scheduling Order entered by the Court on January 7, 2016.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Dated: New York, New York  
January 28, 2016

  
Kenneth E. Warner